

United States Bankruptcy Court
61288, Houston TX 77208SOUTHERN DISTRICT OF TEXAS P.O.Box
(Houston Division)PROOF OF CLAIM
601074591042

Name of Debtors <input checked="" type="checkbox"/> Stage Stores, Inc., a Delaware corporation <input type="checkbox"/> Specialty Retailers, Inc., a Texas corporation <input type="checkbox"/> Specialty Retailers, Inc. (NV), a Nevada corporation *place an "x" beside the name of the Debtor you are filing a claim against		Case Number 00-35078-H2-11 00-35079-H2-11 00-35080-H2-11	Creditor ID#: 788-10601
Name of Creditor (The person or other entity to whom the debtor owes money or property): Cede & Co. <u>Allan S. Pristop</u> <u>3 Shadywoods Ct.</u> <u>Owings Mills, Md. 21117</u>		Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.	United States District Court Southern District of Texas AUG 7 2000 Michael N. Milby, Clerk
Name and address where notices should be sent: *****AUTO**ALL FOR AADC 100 Cede & Co. PO Box 20 Bowling Green Station New York NY 10274-0020 [Barcode]		Check box if you have never received any notices from the bankruptcy court in this case	
Account or other number by which creditor identifies debtor:		Check box if the address differs from the address on the envelope sent to you by the court.	
1. Basis for Claim <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other <u>stock purchases</u>		Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated: _____ <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) Your SS#: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)	
2. Date debt was incurred: <u>3/31/99, 4/27/99,</u> <u>6/11/99, 2/29/00.</u>		3. If court judgment, date obtained:	
4. Total Amount of Claim at Time Case Filed: \$ <u>7406.77</u> If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.			
5. Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other All personal and intangible property of Debtor's Estate Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any \$ _____		6. Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,300)* earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$1,950* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a-____). *Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.	
7. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		This Space is for Court Use Only	
8. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.			
9. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.			
Date <u>7/31/00</u>	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <u>Allan S. Pristop</u>		
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.			

NAME _____

STREET
CITY & STATE

INVESTMENT RECORD

DIVIDEND RECORD

[illegible]

Fax: (410) 298-7759

CLEARANCE AGENT:

(212) 272-1000

Account Number		Trade No.		Trade Serial	
862-02552-1-9		322		217-38-6574	
Trade Date	Settlement Date	Contract Number			
02/29/00	03/03/00	85254C107000			
Security Symbol	Trade No.	M - 5			
SGE	63254H	1 1			

ALLAN S PRISTOOP MD &
CAROL PRISTOOP JTWROS
3 SHADY WOODS CT
OWINGS MILLS MD 21117-1638

WE ARE PLEASED TO CONFIRM THE FOLLOWING TRANSACTION - YOU BOUGHT 1,000

QUANTITY	1,000
PRICE	1 3/16
PRINCIPAL	1,187.50
COMMISSION	59.38
SERVICE CHG	12.50
NET AMOUNT	1,259.38

STAGE STORES INC

PLEASE ADDRESS ALL COMMUNICATIONS TO THE FIRM AND NOT TO INDIVIDUALS AND KINDLY MENTION YOUR ACCOUNT NUMBER.
SATISFACTORY PROOF OF OWNERSHIP IS REQUIRED ON SALE OF BEARER SECURITIES

B-03

THIS IS NOT AN INVOICE.
PAYMENT FOR SECURITIES PURCHASED AND DELIVERY OF SECURITIES SOLD MUST
BE DEPOSITED NO LATER THAN THE SETTLEMENT DATE AS INDICATED ABOVE.

ALLAN S PRISTOOP MD &
CAROL PRISTOOP JTWROS
3 SHADY WOODS CT
OWINGS MILLS MD 21117-1638

CHESAPEAKE SECURITIES RESEARCH CORPORATION
 40 West Chesapeake Avenue
 Towson, Maryland 21204
 Tel: (410) 296-7740
 Fax: (410) 296-7758

CLEARANCE AGENT:
 BEAR, STEARNS SECURITIES CORP.
 ONE METROTECH CENTER NORTH
 BROOKLYN, NEW YORK 11201-3859
 (212) 272-1000

Account Number		A.E. No.	Social Security or ID Number	
862-02552-1-9		322	217-38-6574	
Trade Date	Settlement Date	Cust. Number		
06/11/99	06/16/99	85254C107000		
Security Symbol	Trade No.	M	C	
SGE	35830H	1	1	

ALLAN S PRISTOOP MD &
 CAROL PRISTOOP JTWROS *
 3 SHADY WOODS CT
 OWINGS MILLS MD 21117-1638

WE ARE PLEASED TO CONFIRM THE FOLLOWING TRANSACTION - YOU BOUGHT

300

QUANTITY 300
 PRICE 5 1/2
 PRINCIPAL 1,650.00
 COMMISSION 80.43
 SERVICE CHG 12.50
 NET AMOUNT 1,742.93

STAGE STORES INC

*6/14/99
 To forward price 6/17/99*

PLEASE ADDRESS ALL COMMUNICATIONS TO THE FIRM AND NOT TO INDIVIDUALS AND KINDLY MENTION YOUR ACCOUNT NUMBER.
 SATISFACTORY PROOF OF OWNERSHIP IS REQUIRED ON SALE OF BEARER SECURITIES

B-03

015273
 BE3101

ALL DEPOSITS/PAYMENTS SHOULD INCLUDE YOUR ACCOUNT NUMBER AND BE FORWARDED TO:
 BEAR, STEARNS SECURITIES CORP.
 ONE METROTECH CENTER NORTH
 ATTN: CASHIERS DEPT. B-4TH FLR.
 BROOKLYN, NEW YORK 11201-3859

862-02552-1-9		322	04/06/99
2,279.50			

ALLAN S PRISTOOP MD &
 CAROL PRISTOOP JTWROS *
 3 SHADY WOODS CT
 OWINGS MILLS MD 21117-1638

BE DEPOSITED NO LATER THAN THE SETTLEMENT DATE AS INDICATED ABOVE.
 PAYMENT FOR SECURITIES PURCHASED AND DELIVERY OF SECURITIES SOLD MUST

SHAREHOLDER'S ACCOUNT

CONFIDENTIAL-CUSTOMER'S RECORD

STREET

ACCT. NO.

CHESAPEAKE SECURITIES RESEARCH CORPORATION

40 West Chesapeake Avenue

Towson, Maryland 21204

Tel: (410) 296-7740

Fax: (410) 296-7759

CLEARANCE AG

BEAR, STEARNS SECURITIES CO.

ONE METROTECH CENTER NORTH

BROOKLYN, NEW YORK 11201-3859

(212) 272-1000

Account Number	A.E. No.	Social Security or ID Number
862-02552-1-9	322	217-38-6574
Trade Date	Settlement Date	Cusip Number
04/27/99	04/30/99	85254C107000
Security Symbol	Trade No.	M C
SGE	47231H	1 1

ALLAN S PRISTOOP MD &
CAROL PRISTOOP JTWROS *
3 SHADY WOODS CT
OWINGS MILLS MD 21117-1638

WE ARE PLEASED TO CONFIRM THE FOLLOWING TRANSACTION - YOU BOUGHT

300

QUANTITY 300
PRICE 6 3/4
PRINCIPAL 2,025.00
COMMISSION 87.46
SERVICE CHG 12.50
NET AMOUNT 2,124.96

STAGE STORES INC

CHESAPEAKE SECURITIES RESEARCH CORPORATION

40 West Chesapeake Avenue

Towson, Maryland 21204

Tel: (410) 296-7740

Fax: (410) 296-7759

CLEARANCE AGENT:

BEAR, STEARNS SECURITIES CORP.

ONE METROTECH CENTER NORTH

BROOKLYN, NEW YORK 11201-3859

(212) 272-1000

Account Number	A.E. No.	Social Security or ID Number
862-02552-1-9	322	217-38-6574
Trade Date	Settlement Date	Cusip Number
03/31/99	04/06/99	85254C107000
Security Symbol	Trade No.	M C
SGE	40134H	1 1

ALLAN S PRISTOOP MD &
CAROL PRISTOOP JTWROS *
3 SHADY WOODS CT
OWINGS MILLS MD 21117-1638

WE ARE PLEASED TO CONFIRM THE FOLLOWING TRANSACTION - YOU BOUGHT

300

QUANTITY 300
PRICE 7 1/4
PRINCIPAL 2,175.00
COMMISSION 92.00
SERVICE CHG 12.50
NET AMOUNT 2,279.50

STAGE STORES INC

PLEASE ADDRESS ALL COMMUNICATIONS TO THE FIRM AND NOT TO
INDIVIDUALS AND KINDLY MENTION YOUR ACCOUNT NUMBER.
SATISFACTORY PROOF OF OWNERSHIP IS REQUIRED ON SALE OF BEARER SECURITIES

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B-03

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INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules.

DEFINITIONS

Debtor

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

Creditor

A creditor is any person, corporation, or other entity to whom the debtor owed a debt to the date that the bankruptcy case was filed.

Proof of Claim

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed.

Secured Claim

A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck boat, television set, or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began; in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also *Unsecured Claim*.)

Unsecured Claim

If a claim is not secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

Unsecured Priority Claim

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority claims*.

Items to be completed in Proof of Claim form (if not already filled in)

Court, Name of Debtor, and Case Number:

All of this information is near the top of the notice. Check the box next to the name of the Debtor against which you are filing this claim.

Information about Creditor:

Complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.

1. Basis for Claim:

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

2. Date Debt Incurred:

Fill in the date when the debt first was owed by the debtor.

3. Court Judgments:

If you have a court judgment for this debt, state the date the court entered the judgment.

4. Total Amount of Claim at Time Case Filed:

Fill in the total amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

5. Secured Claim:

Check the appropriate place if the claim is a secured claim. You must state the type of value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above).

6. Unsecured Priority Claim:

Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS, above). A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

7. Credits:

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

8. Supporting Documents:

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.

9. Filing Claim:

You must file your claim by mailing it to: Clerk, U.S. Bankruptcy Court
P.O. Box 61288
Houston, TX 77208.

10. Date Stamped Copy:

To receive an acknowledgment of the filing of your claim, enclose a Self-addressed, stamped envelope, and a copy of your Proof of Claim.



BEAR STEARNS & CO. INC.

**115 SOUTH JEFFERSON ROAD
WHIPPANY, NEW JERSEY 07981
(973) 793-2000**

**ATLANTA • BOSTON
CHICAGO • DALLAS • LOS ANGELES
NEW YORK • SAN FRANCISCO**

**GENEVA • HONG KONG
LONDON • PARIS • TOKYO**

July 17, 2000

IMPORTANT NOTICE

Dear Client:

The enclosed material is a Proof of Claim that pertains to securities held in your account. We urge you to review the material carefully and take whatever action is required as the matter may be of benefit to you. If you have any questions regarding the Proof of Claim form, please contact the court appointed administrator listed. It is important to remember that you mail the Proof of Claim to the proper address indicated. **DO NOT** mail your Proof of Claim to Bear Stearns.

**Bear, Stearns & Co., Inc.
Compliance Department**

EXPLANATIONS

G01874601041
FORM 801 (ALT.) (9/97)

Filing of Chapter 11 Bankruptcy Case	A bankruptcy case under chapter 11 of the Bankruptcy Code (title 11, United States Code) has been filed in this court by or against the debtors listed on the front side, and an order for relief has been entered. Chapter 11 allows a debtor to reorganize or liquidate pursuant to a plan. A plan is not effective unless confirmed by the court. You may be sent a copy of the plan and a disclosure statement telling you about the plan, and you might have the opportunity to vote on the plan. You will be sent notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtor will remain in possession of the debtor's property and may continue to operate any business.
Creditors May Not Take Certain Actions	Prohibited collection actions are listed in Bankruptcy Code § 362. Common examples of prohibited actions include contacting the debtor by telephone, mail or otherwise to demand repayment; taking actions to collect money or obtain property from the debtor; repossessing the debtor's property; starting or continuing lawsuits or foreclosures.
Meeting of Creditors	A meeting of creditors is scheduled for the date, time and location listed on the front side. <i>The debtor's representative must be present at the meeting to be questioned under oath by the trustee and by creditors.</i> Creditors are welcome to attend, but are not required to do so. The meeting may be continued and concluded at a later date without further notice.
Claims	A Proof of Claim is a signed statement describing a creditor's claim. If a Proof of Claim form is not included with this notice, you can obtain one at any bankruptcy clerk's office. You may look at the schedules that have been or will be filed at the bankruptcy clerk's office. If your claim is scheduled and is <i>not</i> listed as disputed, contingent, or unliquidated, it will be allowed in the amount scheduled unless you file a Proof of Claim or you are sent further notice about the claim. If your claim is not listed at all <i>or</i> if your claim is listed as disputed, contingent, or unliquidated, then you must file a Proof of Claim by the "Deadline to File a Proof of Claim" listed on the front side, and you must file a separate Proof of Claim in the bankruptcy case of each debtor against whom you have a claim, or you might not be paid any money on your claim against the debtor in the bankruptcy case.
Discharge of Debts	Confirming of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See Bankruptcy Code § 1141(d). A discharge means that you may never try to collect the debt from the debtor, except as provided in the plan.
Bankruptcy Clerk's Office	Any paper that you file in this bankruptcy case should be filed at the bankruptcy clerk's office at the address listed on the front side. You may inspect all papers filed, including the list of the debtor's property and debts, at the bankruptcy clerk's office.
Legal Advice	The staff of the bankruptcy clerk's office cannot give legal advice. You may want to consult an attorney.
—Refer To Other Side For Important Deadlines and Notices—	